

Department
of the
Treasury

Internal
Revenue
Service

Office of
Chief Counsel

Notice

N(30)000-334

May 7, 2000

Tax Exempt and Government
Subject: Entities Restructuring

Upon Incorporation
Cancel Date: into the CCDM

This notice is intended to advise Counsel employees of both a name change and modification to the organizational structure of, and assignment of duties within, the Employee Benefits and Exempt Organizations function. The new name is Division Counsel/Associate Chief Counsel (Tax Exempt and Government Entities) function.

Generally

Effective May 7, 2000, the Tax Exempt and Government Entities function will be headed by Division Counsel/Associate Chief Counsel, who will report to, and be supervised by, the Deputy Chief Counsel (Operations) and Deputy Chief Counsel (Technical). One Deputy DC/Deputy Associate and two Assistant Chief Counsel will report to, and be supervised by, the DC/Associate (Tax Exempt and Government Entities). The DC/Associate (Tax Exempt and Government Entities) will maintain a headquarters office in Washington, D.C. and will there supervise, either directly or through or with her Deputy and two Assistants Chief Counsel, nine subordinate offices headed by Chief (Qualified Plans Branch 1), Chief (Qualified Plans Branch 2), Chief (Employment Tax Branch 1), Chief (Employment Tax Branch 2), Chief (Health and Welfare), Chief, (Tax Exempt Bonds), Chief (Executive Compensation), Chief (Exempt Organizations Branch 1) and Chief (Exempt Organizations Branch 2). The DC/Associate will also supervise, either directly or through her deputies, six subordinate area offices headed by Area Counsel (Northeast/Mid Atlantic) maintaining offices in Brooklyn, New York and Baltimore, Maryland, Area Counsel (Great Lakes/Gulf Coast) maintaining offices in Chicago, Illinois and Dallas, Texas and Area Counsel (Pacific Coast/Central Mountain) maintaining offices in San Francisco, California and Los Angeles, California and a POD in Thousand Oaks, California.

Filing Instructions: Binder Part (30) _____ Master Sets: NO___ RO___

NO: Circulate___ Distribute X to: All Personnel___ Attorneys___ In: all offices

RO: Circulate___ Distribute X to: All Personnel___ Attorneys___ In: all offices

Other National and Regional FOIA Reading Rooms

Electronic Filename: TEGE.pdf _____ Original signed copy in: CC:F&M:PM:P _____

**ORGANIZATION AND FUNCTION OF THE OFFICE OF THE DIVISION
COUNSEL/ASSOCIATE CHIEF COUNSEL
(TAX EXEMPT AND GOVERNMENT ENTITIES)**

- (1) PURPOSE: This document describes the organization and function of the Office of the Division Counsel/Associate Chief Counsel (Tax Exempt and Government Entities).
- (2) ESTABLISHMENT: On October 1, 1999, the Commissioner and the Acting General Counsel approved the formation within the Office of Chief Counsel of the Office of the Division Counsel/Associate Chief Counsel (Tax Exempt and Government Entities). The office is headquartered in Washington, D.C., and maintains Area and Deputy Area offices in Brooklyn, Baltimore, Chicago, Dallas, San Francisco and Los Angeles.
- (3) MISSION: The mission of the Office of the Division Counsel/Associate Chief Counsel (Tax Exempt and Government Entities) (TE/GE) is the provision of impartial top quality legal service to the TE/GE Division, other IRS Operating Divisions, other IRS and Counsel offices, other government agencies, and the public.
- (4) DIVISION COUNSEL/ASSOCIATE CHIEF COUNSEL (TAX EXEMPT AND GOVERNMENT ENTITIES). The function is headed by the Division Counsel/Associate Chief Counsel (DC/ACC) (Tax Exempt and Government Entities) who reports to the Chief Counsel of the Internal Revenue Service and in strategic partnership with the IRS is responsible for: (a) planning, directing, and coordinating the policies and programs with respect to, (b) representing the IRS in litigation in the United States Tax Court with respect to, and (c) serving as the chief legal advisor to the Chief Counsel and all IRS functions with respect to legislation, regulations and other guidance, rulings and advisory opinions, and litigation pertaining to the uniform interpretation and application of federal tax laws involving employment taxes and taxes on self-employment income; income tax and other tax aspects of executive compensation, exempt organizations, employee benefits, and health and welfare programs (other than those within the jurisdiction of the Commissioner, TE/GE Division), including employer-provided medical plans, nonqualified deferred compensation plans, and fringe benefits; Indian tribal governments; federal, state, and local governments; and tax exempt bonds, generally.
- (5) To accomplish the mission, the DC/ACC (TE/GE):
 - a. Assists the OD (TE/GE) in setting the business unit strategy and goals that enhance compliance with the tax laws.
 - b. Develops and executes policies and procedures designed to assist the OD (TE/GE) in executing the Customer Education and Outreach, Rulings and Agreements, and Examination Programs for Employee Plans (EP) and Exempt Organizations (EO), and similar programs relating to government entities, Indian tribal governments, and tax exempt bonds.

- c. Assists other Operating Divisions in setting the strategy and goals relating to other topics within the DC/ACC's jurisdiction, e.g., employment tax.
- d. Serves as the legal advisor to the Commissioner, TE/GE Division, and other IRS Operating Divisions, by preparing or reviewing regulations, legislation, rulings, legal memoranda, and other responses to technical matters not under the jurisdiction of other Counsel or IRS offices.
- e. Provides interpretations of laws and procedures by providing pre-transactional rulings to specific requestors and issuing technical advice and technical assistance to Service personnel regarding topics within its jurisdiction (except those within the jurisdiction of the TE/GE Division).
- f. Coordinates with the Department of Labor with respect to issues relating to employee benefit plans, in particular, cases involving prohibited transactions and qualification cases raising the exclusive benefit requirements of I.R.C. § 401(a)(2) and with respect to certain issues relating to health and welfare benefit plans.
- g. Coordinates with other agencies with respect to issues of coordinated jurisdiction, e.g., the Pension Benefit Guaranty Corporation ("PBGC") with respect to employee benefit plans, Health and Human Services ("HHS") with respect to employer-provided group health coverage, the Securities and Exchange Commission with respect to tax exempt bonds, the Railroad Retirement Board with respect to railroad retirement issues, the Social Security Administration with respect to employment tax matters, and the state attorneys general with respect to charitable regulation.
- h. Supervises and coordinates the rendering of legal advice and assistance to the IRS, Appeals Offices, and Service Center Offices concerning cases under examination in the audit of returns or in the consideration of claims for refund with respect to areas under his/her jurisdiction.
- i. Serves as principal liaison officer for the Chief Counsel with Congressional committees, the Department of the Treasury, the Commissioner's office, the Department of Justice, and other departments and agencies on matters within his/her jurisdiction.
- j. Approves for the Chief Counsel announcements pertaining to civil litigation policy as it pertains to the duties and functions of the Office of the DC/ACC (TE/GE).
- k. Considers cases within his/her jurisdiction (when requested by the Counsel criminal tax office) where the IRS requests review of decisions declining recommendations for grand jury investigation and assists in preparing each case for final decisions of the grand jury investigation in question.

- l. Plans, directs, and coordinates the handling and processing of litigation cases pending in the U.S. Tax Court, including the determination of the Service's litigating position in such cases, as well as in suits for refund and for declaratory judgment, and reviews closing agreements that require the approval of the Commissioner in such cases or suit with respect to the areas of his/her responsibility.
- m. Prepares, reviews, and coordinates pleadings, motions, briefs, settlement documents, notices of appeal, and other material prepared in connection with U.S. Tax Court litigation with respect to areas under his/her responsibility.
- n. Approves the defense or settlement of cases pending in the Tax Court, including the preparation and approval of Chief Counsel decisions.
- o. Details and assigns attorneys from the DC/ACC (TE/GE) to handle and conduct hearings and trials of cases in the Tax Court where circumstances warrant.
- p. Advises the Department of Justice as to the facts and law; prepares recommendations concerning defense, settlement, concession, appeal, or certiorari; furnishes advice and assistance including suits for declaratory judgment for exempt organizations arising under I.R.C. § 7428 in the U.S. District Court for the District of Columbia and the Court of Federal Claims; and authorizes or sanctions counterclaims, third party complaints, or the commencement of collection suits pending in the U.S. district courts, U.S. bankruptcy courts, or the U.S. Court of Federal Claims pertaining to matters under his/her jurisdiction.
- q. Approves for the Chief Counsel recommendations of acquiescence and nonacquiescence in adverse decisions in tax litigation; prepares actions on decision in adverse decisions, where appropriate; approves for the Chief Counsel recommendations to the Department of Justice regarding appeals from adverse decisions and regarding certiorari to the U.S. Supreme Court pertaining to matters under his/her jurisdiction.
- r. Performs all other necessary litigation coordination in his/her area of responsibility.
- s. Supervises and coordinates the processing of nondocketed cases submitted for pre-litigation review by the IRS with respect to matters under his/her jurisdiction.
- t. Provides review and advice to the TE/GE Division concerning audits of churches under I.R.C. § 7611.
- u. Supervises and coordinates those matters involving the discretion of the Secretary of the Treasury to intervene in actions brought by parties

other than the United States under section 502 of the Employment Retirement Income Security Act of 1974 (ERISA), except those matters in which the Secretary of the Treasury or Secretary of Labor is named as a direct party defendant therein.

v. Coordinates large case petitions, Tax Court briefs, defense letter preparation, appeal recommendations, actions on decisions, and other appropriate matters with other Division Counsel or other Associate Chief Counsel as necessary.

w. Performs the duties and functions relating to:

i) the consideration and review, prior to issuance, of proposed and final statutory notices of deficiency and statutory notices of claim disallowance and notice of adverse determinations prepared by the Service;

(ii) concurrence in the elimination of the ad valorem fraud penalty in a case not docketed in the U.S. Tax Court; and

(iii) concurrence as to action proposed by the Appeals Division in any case in which a recommendation for criminal prosecution is pending.

x. Approves on behalf of the Chief Counsel actions to be taken with respect to U.S. Tax Court subpoenas and disclosure of information in U.S. Tax Court litigation conducted under his/her jurisdiction.

y. Disposes of Tax Court cases under his/her jurisdiction, referring, with his/her recommendations, to the Chief Counsel such Tax Court cases as in his/her discretion seems proper or as may be directed.

z. Exercises exclusive jurisdiction over any case docketed in the Tax Court if the notice of deficiency, liability, or other determination was issued after Appeals consideration of all petitioned issues by the TE/GE Division; if the notice of deficiency, liability, or final adverse determination letter was issued by TE/GE and is based upon a TE/GE ruling or TE/GE technical advice in that case involving a qualification of an employee plan or tax exemption and/or foundation status of an organization (but only to the extent the case involves such issue); or, except as provided in paragraph 3 of Commissioner's Delegation Order No. 60, if the case was docketed under Code section 6110, 7428, 7476, 7477, or 7478. Jurisdiction vests with Counsel at the time such cases are docketed with the court. (See 26 CFR § 301.6020-1, 26 CFR § 301.6201-1, 26 CFR § 301.7701-9; Treasury Department Order No. 150-37; General Counsel Legal Division Order No. 4; and Commissioner's Delegation Order No. 60.)

aa. Authorizes or sanctions counterclaims, third-party complaints, or the commencement of collection suits with respect to refund suits pending in the U.S. district courts or the U.S. Court of Federal Claims and performs

necessary legal services on behalf of the Internal Revenue Service as directed in connection with taxpayer suits for refund of taxes EXCEPT alcohol, tobacco, and firearms taxes.

bb. Partners with the NTEU on the Partnership Council.

cc. Develops and executes policies, procedures, and directives designed to manage the budget process for all aspects of the operations of the DC/ACC (TE/GE).

dd. Develops and monitors performance measures and program goals for: the provision of legal services and published guidance, and the implementation, compliance and outreach initiatives, on issues involving employee plans, exempt organizations, employment tax, and other major topical areas within the jurisdiction of the DC/ACC (TE/GE).

ee. Implements and evaluates operational policies and procedures designed to improve the delivery of legal services.

ff. Ensures that performance and program goals, strategy, and organizational policies are clearly communicated to employees.

gg. Identifies emerging issues in the topical areas within its jurisdiction to improve delivery of legal services.

hh. Assigns work, reviews the work product, and appraises the performances of subordinate personnel, including the Deputy Division Counsel/Associate Chief Counsel (TE/GE), the Assistant Chief Counsel, and the Area and Deputy Area Counsel, as necessary.

ii. Prepares and maintains records and reports with respect to the work of the function.

jj. Designates an Acting DC/ACC (TE/GE), Deputy DC/ACC (TE/GE), Assistant Chief Counsel, Branch Chief, or other acting official of the function, during the temporary absence of an incumbent.

kk. Performs other functions delegated to him/her from time to time, and redelegates any of his/her functions, except as may be otherwise limited.

ll. Coordinates the work of his/her function with the other functions of the Office and the Internal Revenue Service and disposes of all matters under his/her jurisdiction, referring to the Chief Counsel, or the appropriate Deputy Chief Counsel, Associate Chief Counsel, or Division Counsel such matters as in his/her discretion seem proper, or as directed.

mm. Enters into and approves written agreements with any person relating to the internal revenue tax liability of such person (or of the estate for whom he/she acts) in respect to any prospective or completed transactions if the request to the Chief Counsel for determination or ruling was made before any affected returns had been filed.

nn. Signs on behalf of the Chief Counsel by use of the "by-line" (described in (30)7(11)0, Office of Chief Counsel Correspondence Handbook) or in his/her own name as DC/ACC (TE/GE) (whichever is appropriate) correspondence and other papers pertaining to the functions of Counsel and which are considered in the course of the official duties of the DC/ACC (TE/GE). Except through the use of the "by-line," correspondence and other papers are not to be signed in the name of the Chief Counsel by anyone other than the Chief Counsel EXCEPT in specific situations where he/she authorizes the use of his/her signature.

(6) ORGANIZATION STRUCTURE. The Division Counsel/Associate Chief Counsel (Tax Exempt and Government Entities) supervises one Deputy Division Counsel/Deputy Associate Chief Counsel, two Assistant Chief Counsel and any immediate staff. The Division Counsel /Associate (Tax Exempt and Government Entities) will supervise, either directly or through or with her Deputy and two Assistants Chief Counsel, nine subordinate offices headed by Chief (Qualified Plans Branch 1), Chief (Qualified Plans Branch 2), Chief (Employment Tax Branch 1), Chief (Employment Tax Branch 2), Chief (Health and Welfare), Chief, (Tax Exempt Bonds), Chief (Executive Compensation), Chief (Exempt Organizations Branch 1) and Chief (Exempt Organizations Branch 2). The Division Counsel/Associate will also supervise, either directly or through her Deputy, six subordinate area offices headed by the Area Counsel (Northeast/Mid Atlantic) which maintains offices in Brooklyn, New York and Baltimore, Maryland, the Area Counsel (Great Lakes/Gulf Coast) which maintains offices in Chicago, Illinois and Dallas, Texas and the Area Counsel (Pacific Coast/Central Mountain) which maintains offices in San Francisco, California, and Los Angeles, California with a POD in Thousand Oaks, California.

**The Deputy Division Counsel/Deputy Associate Chief Counsel
(Tax Exempt and Government Entities)**

(7) Deputy Division Counsel/Deputy Associate Chief Counsel (Tax Exempt and Government Entities) (Deputy DC/ACC). The Deputy Division Counsel/Deputy Associate Chief Counsel (Tax Exempt and Government Entities) reports to and is supervised by the Division Counsel/Associate Chief Counsel (TE/GE). The deputy performs those functions the DC/ACC (TE/GE) is authorized to perform that arise out of, relate to, or concern the respective activities or functions administered by the deputy, subject to the continuing supervision, control, and review of the DC/ACC (TE/GE).

(a) Upon delegation by the DC/ACC (TE/GE), the deputy may supervise all or specified Assistant Chief Counsel, Area Counsel any Special Counsel, Technical Assistants, and staff not otherwise directly supervised by the DC/ACC (TE/GE).

- (b) As prescribed the DC/ACC (TE/GE), the deputy may serve as Acting DC/ACC (TE/GE) in the absence of the DC/ACC (TE/GE) and may act for or represent the DC/ACC (TE/GE) in the development of policies governing the office.
- (c) The deputy will perform such additional duties as may, from time to time, be assigned by the DC/ACC (TE/GE).

**ASSISTANT CHIEF COUNSEL
[(Employee Benefits) or
(Exempt Organizations/Employment Tax/Government Entities)]**

(1) Mission: The mission of the Assistant Chief Counsel [(Employee Benefits) or (Exempt Organizations/Employment Tax/Government Entities)], herein the Ass't CC [(EP) or (EO, ET & GE)], is the provision of impartial top quality legal service to the TE/GE Division, other IRS Operating Divisions, other IRS and Counsel offices, other government agencies, and the public in the topics within his/her jurisdiction.

(2) To assist the DC/ACC (TE/GE) in accomplishing the mission, the Ass't CC [(EP) or (EO, ET & GE)] reports to the DC/ACC (TE/GE) and within his/her topical jurisdiction is one of the key executives in the office responsible for planning, directing, supervising and coordinating operational policies and programs in branches supervised with respect to, and for serving as one of the chief legal advisors to the DC/ACC (TE/GE) with respect to, legislation, regulations, and interpretations of rulings and opinions pertaining to the uniform interpretation and application of federal tax laws involving: employment taxes and taxes on self-employment income; income tax and other tax aspects of executive compensation, employee benefits programs and exempt organizations (other than those within the jurisdiction of the Commissioner, TE/GE Division), including employer provided medical plans, nonqualified deferred compensation plans, and fringe benefits; Indian tribal governments; federal, state, and local governments; and tax exempt bonds, generally.

(3) To accomplish the mission within his/her topical areas, the Ass't CC [(EP) or (EO, ET & GE)] assists the DC/ACC (TE/GE) in achieving his/her goals as directed by the DC/ACC (TE/GE) and in partnership where appropriate with the Area Counsel. The Ass't CC [(EP) or (EO, ET & GE)]:

- a. Assists the OD (TE/GE) in setting the business unit strategy and goals that enhance compliance with the tax laws).

- b. Assists in the development and execution of policies and procedures designed to assist the OD (TE/GE) in executing the Customer Education and Outreach, Rulings and Agreements, and Examination Programs for Employee Plans (EP) and Exempt Organizations (EO), and similar programs relating to government entities, Indian tribal governments, and tax exempt bonds.

- c. Assists other Operating Divisions in setting the strategy and goals relating to other topics within the DC/ACC (TE/GE)'s jurisdiction, e.g., employment tax.
- d. Serves as legal advisor to the Commissioner, TE/GE Division, and other IRS Operating Divisions, by preparing or reviewing regulations, legislation, rulings, legal memoranda, and other responses to technical matters not under the jurisdiction of other Counsel or IRS offices.
- e. Provides interpretations of laws and procedures by providing pre-transactional rulings to specific requestors and issuing technical advice and technical assistance to Service personnel regarding topics within its jurisdiction (except those within the jurisdiction of the TE/GE Division).
- f. Coordinates with the Department of Labor with respect to issues relating to employee benefit plans, in particular, cases involving prohibited transactions and qualification cases raising the exclusive benefit requirements of I.R.C. § 401(a)(2) and with respect to certain issues relating to health and welfare benefit plans.
- g. Coordinates with other agencies with respect to issues of coordinated jurisdiction, e.g., the PBGC with respect to employee benefit plans, HHS with respect to employer-provided group health coverage, the Securities and Exchange Commission with respect to tax exempt bonds, the Railroad Retirement Board with respect to railroad retirement issues, the Social Security Administration with respect to employment tax matters, and the state attorneys general with respect to charitable regulation.
- h. Supervises and coordinates the rendering of legal advice and assistance to the IRS, Appeals Offices and Service Center Offices concerning cases under examination in the audit of returns or in the consideration of claims for refund with respect to areas under his/her jurisdiction.
- i. Assists DC/ACC (TE/GE) in coordinating with Congressional committees, the Department of the Treasury, the Commissioner's office, the Department of Justice, and other departments and agencies on matters within his/her jurisdiction.
- j. Assists the DC/ACC (TE/GE) in the preparation of and approval for for the Chief Counsel of announcements pertaining to civil litigation policy as it pertains to the duties and functions of the Office of the DC/ACC (TE/GE).
- k. Assists the DC/ACC (TE/GE) in considering cases within his/her jurisdiction (when requested by the Counsel criminal tax office) where the IRS requests review of decisions declining recommendations for grand jury investigation and assists in preparing each case for final decisions of the grand jury investigation in question.

- l. Partners with other DC/ACC (TE/GE) executives and managers in the handling and processing of litigation cases pending in the U.S. Tax Court, including the determination of the Service's litigating position in such cases, as well as in suits for refund and for declaratory judgment, and the review of closing agreements that require the approval of the Commissioner in such cases or suits with respect to the areas of his/her responsibility.
- m. Partners with other DC/ACC (TE/GE) executives and managers in the preparation, review, and coordination of pleadings, motions, briefs, settlement documents, notices of appeal, and other material prepared in connection with U.S. Tax Court litigation with respect to areas under his/her responsibility.
- n. Partners with other DC/ACC (TE/GE) executives and managers in the approval of defense or settlement of cases pending in the Tax Court, including the preparation and approval of Chief Counsel decisions.
- o. Partners with other DC/ACC (TE/GE) executives and managers in the preparation of legal advice to the Department of Justice as to the facts and law; recommendations concerning defense, settlement, concession, appeal, or certiorari; other advice and assistance including suits for declaratory judgment for exempt organizations arising under I.R.C. § 7428 in the U.S. District Court for the District of Columbia and the Court of Federal Claims; and the authorization of or sanctioning of counterclaims, third party complaints, commencement of collection suits pending in the U.S. district courts, U.S. bankruptcy courts, or the U.S. Court of Federal Claims pertaining to matters under his/her jurisdiction.
- p. Advises the DC/ACC (TE/GE) concerning the recommendations of acquiescence and nonacquiescence in adverse decisions in tax litigation; actions on decision in adverse decisions, where appropriate; and recommendations to the Department of Justice regarding appeals from adverse decisions and regarding certiorari to the U.S. Supreme Court pertaining to matters under his/her jurisdiction.
- q. Performs all other necessary litigation coordination in his/her area of responsibility.
- r. Assists Area Counsel in the processing of nondocketed cases submitted for pre-litigation review by the IRS with respect to matters under his/her jurisdiction.
- s. Provides advice to the DC/ACC (TE/GE) concerning audits of churches under I.R.C. § 7611.
- t. Advises the DC/ACC (TE/GE) in those matters involving the discretion of the Secretary of the Treasury to intervene in actions brought by parties other than the United States under section 502 of the Employment Retirement Income Security Act of 1974 (ERISA), and refers those matters in which the

Secretary of the Treasury or Secretary of Labor is named as a direct party defendant therein.

u. Partners with other DC/ACC (TE/GE) executives and managers in the coordination of large case petitions, Tax Court briefs, defense letter preparation, appeal recommendations, actions on decisions and other appropriate matters with other Division Counsel or other Associate Chief Counsel as necessary.

v. Partners with other DC/ACC (TE/GE) executives and managers in performing the duties and functions relating to:

i) the consideration and review, prior to issuance, of proposed and final statutory notices of deficiency and statutory notices of claim disallowance and notice of adverse determinations prepared by the Service;

(ii) concurrence in the elimination of the ad valorem fraud penalty in a case not docketed in the U.S. Tax Court; and

(iii) concurrence as to action proposed by the Appeals Division in any case in which a recommendation for criminal prosecution is pending.

w. Partners with other DC/ACC (TE/GE) executives and managers in the approval on behalf of the Chief Counsel concerning actions to be taken with respect to U.S. Tax Court subpoenas and disclosure of information in U.S. Tax Court litigation conducted under his/her jurisdiction.

x. Partners with other DC/ACC (TE/GE) executives and managers in the disposition of Tax Court cases under his/her jurisdiction, referring, with his/her recommendations, to the Chief Counsel such Tax Court cases as in his/her discretion seems proper or as may be directed.

y. Partners with other DC/ACC (TE/GE) executives and managers in the exercise of exclusive jurisdiction over any case docketed in the Tax Court if the notice of deficiency, liability, or other determination was issued after Appeals consideration of all petitioned issues by the TE/GE Division; if the notice of deficiency, liability, or final adverse determination letter was issued by TE/GE and is based upon a TE/GE ruling or TE/GE technical advice in that case involving a qualification of an employee plan or tax exemption and/or foundation status of an organization (but only to the extent the case involves such issue); or, except as provided in paragraph 3 of Commissioner's Delegation Order No. 60, if the case was docketed under Code section 6110, 7428, 7476, 7477, or 7478. Jurisdiction vests with Counsel at the time such cases are docketed with the court. (See 26 CFR § 301.6020-1, 26 CFR § 301.6201-1, 26 CFR § 301.7701-9; Treasury Department Order No. 150-37; General Counsel Legal Division Order No. 4; and Commissioner's Delegation Order No. 60.)

z. Assists the DC/ACC (TE/GE) in the authorization or sanction of

counterclaims, third-party complaints, or the commencement of collection suits with respect to refund suits pending in the U.S. district courts or the U.S. Claims Court and in performance of necessary legal services on behalf of the Internal Revenue Service as directed in connection with taxpayer suits for refund of taxes EXCEPT alcohol, tobacco, and firearms taxes.

aa. Partners with the NTEU on the Partnership Council.

bb. Assists the DC/ACC (TE/GE) in the management and administration of the office including: the budget process for all aspects of the operations of the DC/ACC (TE/GE); performance measures and program goals for the provision of legal services for topical areas within the jurisdiction of the DC/ACC (TE/GE); operational policies and procedures; communication of performance and program goals, strategy, and organizational policies to employees; and the preparation and maintenance of reports and records concerning the office.

cc. Assigns work, reviews the work product, supervises and appraises the performances of the personnel of the branches, including the branch chiefs and senior technician reviewers, and any other staff within his or her jurisdiction.

dd. Designates an Acting Assistant Chief Counsel, Branch Chief, or other acting official of the function, during the temporary absence of an incumbent.

ee. Performs other functions delegated to him/her from time to time, and redelegates any of his/her functions, except as may be otherwise limited.

ff. Coordinates the work of his/her function with the other functions of the Office and the Internal Revenue Service and disposes of all matters under his/her jurisdiction, referring other executives and managers such matters as in his/her discretion seem proper, or as directed.

gg. Signs on behalf of the Chief Counsel by use of the "by-line" (described in (30)7(11)0, Office of Chief Counsel Correspondence Handbook) or in his/her own name as DC/ACC (TE/GE) (whichever is appropriate) correspondence and other papers pertaining to the functions of the office and which are considered in the course of the official duties of the Assistant Chief Counsel. Except through the use of the "by-line," correspondence and other papers are not to be signed in the name of the Chief Counsel by anyone other than the Chief Counsel EXCEPT in specific situations where he/she authorizes the use of his/her signature.

**AREA COUNSEL (TE/GE)
[(NORTHEAST/MID-ATLANTIC); (GREAT LAKES/GULF COAST); or (PACIFIC
COAST/CENTRAL MOUNTAIN)]**

(1) Mission: The mission of the Area Counsel (TE/GE) [(Northeast/Mid-Atlantic); (Great Lakes/Gulf Coast); (Pacific Coast/Central Mountain)], is the provision of impartial top quality legal service to the TE/GE Division, other IRS Operating Divisions, other IRS and Counsel offices, other government agencies, and the public in the topics within his/her jurisdiction.

(2) To assist the DC/ACC (TE/GE) in accomplishing the mission, the Area Counsel reports to the DC/ACC (TE/GE) and within his/her geographic area is responsible for planning, directing, supervising, and coordinating the operational policies and programs for the delivery of legal advice, legal representation in litigation, and support to the TE/GE Division, other IRS Operating Divisions, other IRS and Counsel offices, other government agencies, and the public in the topics within his/her jurisdiction concerning the application of federal tax laws involving employment taxes and taxes on self-employment income; income tax and other tax aspects of executive compensation, employee benefits programs and exempt organizations, including employer provided medical plans, nonqualified deferred compensation plans, and fringe benefits; Indian tribal governments; federal, state, and local governments; and tax exempt bonds, generally.

(3) To accomplish the mission, the Area Counsel:

- a. Serves as legal advisor to the National Director, Employee Plans (EP) Examination, Baltimore; the National Director, Exempt Organizations (EO) Examination, Dallas; Employee Plans (EP) Area Managers; Exempt Organizations (EO) Area Managers; the TE/GE field office managers on Government Entity matters; and other TE/GE employees involved in outreach, compliance, examination, and enforcement activities.
- b. Supervises the litigation of cases in the United States Tax Court, including declaratory judgment cases under I.R.C. §§ 7428, 7436, 7476, 7477, and 7478, and deficiency cases arising from an examination conducted by the TE/GE client, and approves the defense or settlement of cases pending in the Tax Court.
- c. Supervises and directs the preparation and filing of pleadings, motions, briefs, and settlement documents in Tax Court litigation.
- d. Coordinates with the DC/Associate Chief Counsel (TE/GE) the handling and processing of litigation in the United States Tax Court, including the determination of the Service's litigating position in such cases.
- e. Supervises the review of closing agreements.

- f. Supervises the preparation of defense letters in suits including declaratory judgment suits filed by exempt organizations under I.R.C. § 7428 in the United States District Court for the District of Columbia or in the Court of Federal Claims and suits for refund of employment taxes under I.R.C. § 7422 and provides advice and support to the Department of Justice in that litigation.
- g. Supervises the litigating attorney's preparation of recommendations of acquiescence and nonacquiescence in adverse decisions in tax litigation and the litigating attorney's preparation of recommendations to the DC/ACC (TE/GE) regarding appeals of litigated cases.
- h. Coordinates large case petitions, Tax Court briefs, and other appropriate matters with the DC/ACC (TE/GE) and with other Division Counsel as necessary.
- i. Performs all other necessary litigation coordination in his/her area of responsibility.
- j. Supervises the pre-issuance review of notices in nondocketed cases submitted for pre-litigation review by the OD TE/GE client.
- k. Performs the duties and functions relating to:
 - (i). the consideration and review, prior to issuance, of proposed and final statutory notices of deficiency and statutory notices of claim disallowance and notice of adverse determinations prepared by the Service;
 - (ii). the concurrence in the elimination of the ad valorem fraud penalty in a case not docketed in the U.S. Tax Court; and
 - (iii). the concurrence as to action proposed by the Appeals Division in any case in which a recommendation for criminal prosecution is pending.
- l. Supervises and coordinates the rendering of legal advice and assistance to IRS offices, Appeals Offices and Service Center Offices concerning cases under examination in the audit of returns or in the consideration of claims for refund with respect to areas under his/her jurisdiction.
- m. Directs and ensures coordination with the Department of Labor with respect to issues relating to employee benefit plans, in particular, cases involving prohibited transactions and qualification cases raising the exclusive benefit requirements of I.R.C. § 401(a)(2).
- n. Approves on behalf of the Chief Counsel actions to be taken with respect to U.S. Tax Court subpoenas and disclosure of information in U.S. Tax Court litigation conducted under his/her jurisdiction.

o. Exercises exclusive jurisdiction over any case docketed in the Tax Court if the notice of deficiency, liability, or other determination was issued after appeals consideration of all petitioned issues by the Employee Plans and Exempt Organizations function; if the notice of deficiency, liability, or final adverse determination letter was issued by a District Director and is based upon a National Office ruling or National Office technical advice in that case involving a qualification of an employee plan or tax exemption and/or foundation status of an organization (but only to the extent the case involves such issue); or, except as provided in paragraph 3 of Commissioner's Delegation Order No. 60, if the case was docketed under Code section 6110, 7428, 7476, 7477, or 7478. Jurisdiction vests with Counsel at the time such cases are docketed with the court. (See 26 CFR § 301.6020-1, 26 CFR § 301.6201-1, 26 CFR § 301.7701-9; Treasury Department Order No. 150-37; General Counsel Legal Division Order No. 4; and Commissioner's Delegation Order No. 60.)

p. Authorizes or sanctions counterclaims, third-party complaints, or the commencement of collection suits with respect to refund suits pending in the U.S. district courts or the U.S. Court of Federal Claims and performs necessary legal services on behalf of the Internal Revenue Service as directed in connection with taxpayer suits for refund of taxes EXCEPT alcohol, tobacco, and firearms taxes.

q. Partners with the NTEU on the Partnership Council on matters affecting the area office work force.

r. Assists the DC/ACC (TE/GE) in the management and administration of the office including: the budget process for all aspects of the area office operations of the DC/ACC (TE/GE); performance measures and program goals for the area office provision of legal services for topical areas within the jurisdiction of the DC/ACC (TE/GE); operational policies and procedures; communication of performance and program goals, strategy, and organizational policies to area office employees; and the preparation and maintenance of reports and records concerning the area office.

s. Assigns work, reviews the work product, supervises, and appraises the performances of the area office personnel.

t. Supervises the Deputy Area Counsel.

u. Designates an Acting Area Counsel or Deputy Area Counsel, during the temporary absence of an incumbent.

v. Performs other functions delegated to him/her from time to time, and redelegates any of his/her functions, except as may be otherwise limited.

w. Coordinates the work of his/her function with the other functions of Counsel and the Internal Revenue Service and disposes of all matters under his/her jurisdiction, referring other executives and managers such

matters as in his/her discretion seem proper, or as directed.

x. Signs on behalf of the Chief Counsel by use of the "by-line" described in (30)7(11)0, Office of Chief Counsel Correspondence Handbook) or in his/her own name as DC/ACC (TE/GE) (whichever is appropriate) correspondence and other papers pertaining to the functions of Counsel and which are considered in the course of the official duties of the DC/ACC (TE/GE). Except through the use of the "by-line," correspondence and other papers are not to be signed in the name of the Chief Counsel by anyone other than the Chief Counsel EXCEPT in specific situations where he/she authorizes the use of his/her signature.

**DEPUTY AREA COUNSEL (TE/GE)
[(NORTHEAST/MID-ATLANTIC); (GREAT LAKES/GULF COAST); or (PACIFIC
COAST/CENTRAL MOUNTAIN)]**

(4) DEPUTY AREA COUNSEL (TAX EXEMPT AND GOVERNMENT ENTITIES). The Deputy Area Counsel (TE/GE) [(Northeast/Mid-Atlantic); (Great Lakes/Gulf Coast); (Pacific Coast/Central Mountain)] report to and are supervised by his/her respective Area Counsel. The deputy performs those functions their respective Area Counsel are authorized to perform that arise out of, relate to, or concern the respective activities or functions administered by the deputy, subject to the continuing supervision, control, and review of their respective Area Counsel.

a. Upon delegation by the Area Counsel, the deputy may supervise all staff not otherwise directly supervised by the his/he respective Area Counsel.

As prescribed the Area Counsel (TE/GE), the deputy may serve as Acting Area Counsel(TE/GE) in the absence of his/her Area Counsel (TE/GE) and may act for or represent his/her Area Counsel (TE/GE) in the development of policies governing the office.

The deputy will perform such additional duties as may, from time to time, be assigned by his/her Area Counsel (TE/GE).

(5) CANCELLATION. Inconsistent delegations and organizational and functional statements germane to this office or its predecessor office are superseded.

(6) EFFECTIVENESS. This statement is effective as of the date stated on the Chief Counsel Notice of which it is part or to which it is first attached.

(7) EXPIRATION. This statement shall continue in effect until superseded or canceled in full or in part or incorporated into the CCDM, whichever occurs first.

(8) OFFICES OF PRIMARY INTEREST. Office of the General Counsel, Office of the Commissioner for Internal Revenue, and Office of Chief Counsel, Internal Revenue Service.

_____/s/
STUART L. BROWN
CHIEF COUNSEL
INTERNAL REVENUE SERVICE

[DATE: _____]